

RECORDATION NO. 17913-K FILED

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Bill of Sale and Partial Release, dated March 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 92-1B) which was previously filed with the Commission under Recordation Number 17913.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: Bank One Trust Company, NA
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is:

Railcar GACX 057258 is being replaced by GACX 056878.

Mr. Vernon A. Williams
April 27, 2001
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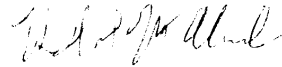
A short summary of the document to appear in the index is:

Bill of Sale and Partial Release, dated March 26, 2001, between
Wilmington Trust Company, Owner Trustee, and Bank One Trust
Company, Indenture Trustee.

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bjg
Enclosures

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Rail Corporation, formerly named General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 056878 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank One Trust Company, NA, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 26, 2001

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____

Title: Senior Financial Services Officer

Bank One Trust Company, NA, as
Indenture Trustee

By: _____

Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Rail Corporation, formerly named General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 056878 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.


Bank One Trust Company, NA, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 26, 2001

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

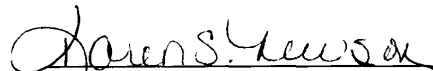
By: _____
Title: _____

Bank One Trust Company, NA, as
Indenture Trustee

By:  _____
Title: Vice President

State of Delaware)
) SS:
County of New Castle)

On the 18th day of April, 2001, before me personally appeared
Charlotte Paglia, to me known, who being by me duly sworn, say that (s)he is a
~~Senior Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and (s)he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.


Notary Public

[Notarial Seal]

My commission expires:
KAREN STANETTE NEWSON
NOTARY PUBLIC-DELAWARE
My Commission Expires June 28, 2001

State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 2001, before me personally appeared
_____, to me known, who being by me duly sworn, says that (s)he is a
_____ of Bank One Trust Company, NA, that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and (s)he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2001, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 12 day of April, 2001, before me personally appeared STEVEN E. CHARLES, to me known, who being by me duly sworn, says that (s)he is a Vice President of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public



[Notarial Seal]

My commission expires: